

BRITNEY SPEARS



IN THE ZONE



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1. Me Against The Music featuring Madonna

2. (I Got That) Boom Boom
featuring Ying Yang Twins

3. Showdown

4. Breathe On Me

5. Early Mornin'

6. Toxic

7. Outrageous

8. Touch Of My Hand

9. The Hook Up

10. Shadow

11. Brave New Girl

12. Everytime

Bonus Remix:

13. Me Against The Music featuring Madonna
Rishi rich's desi Kulcha Remix

14. the Answer (Bonus Track)

ME AGAINST THE MUSIC featuring Madonna
(B. Spears/Madonna/C. "Tricky" Stewart/T. "Tab"
Nkhereanye/P. Magnet/T. Nash/G. O'Brien)

*Zomba Songs Inc./Britney Spears Music (adm. by Zomba
Songs Inc.) (BMI)/Webb Girl Publishing (all rights on
behalf of Webb Girl Publishing administered by WB Music
Corp.)/Songs of Peer, Ltd./March Ninth Music
Pub./Tabulous Music/Hitco South (adm. by Music of
Windswept)/Songs of Peer, Ltd./Songs of Peer, Ltd. a/b/o
/Morningside Trail Music (ASCAP)/Copyright Control*

Produced by Trixster for RedZone Entertainment Inc.
Co-Produced by Penelope Magnet for RedZone
Entertainment Inc. • Arranged by C. "Tricky" Stewart,
Penelope Magnet, Britney Spears and Steve Lunt
Recorded by Brian "B-Luv" Thomas at Battery Studios,
NYC and Triangle Sound Studios, Atlanta, GA
Madonna's Vocals Recorded by Mark "Spike" Stent at
Olympic Studios, London • Mixed by Serban Ghenea at
MixStar Studios, Virginia Beach, VA and Mark
"Spike" Stent at Olympic Studios, London
Assistant Engineers: Charles McCrorey, David Treahern,
Rob Haggert and Tim Roberts • Guitar: Gary O'Brien
All Other Instruments and Programming: C. "Tricky"
Stewart • Background Vocals: Britney Spears, Penelope
Magnet, Courtney Copeland, Emma Roads and Roxanne
Estrada • Digital Editing: Brian "B-Luv" Thomas, John
Hanes and P-Dub Walton

(I GOT THAT) BOOM BOOM featuring Ying Yang Twins
(R. Hamilton/C. Royal/R. Hamilton/D. Holmes/
E. Jackson)

*Zomba Songs Inc./Hit District II Publishing (adm. by Zomba
Songs Inc.)/DaFence Co. Publishing/Nazdaq
Publishing/Collipark Music/EWC Publishing/Da Crippler
Publishing (BMI)*

Produced by Roy "Royalty" Hamilton for Hit-District.com
Arranged by Roy "Royalty" Hamilton and Steve Lunt
Recorded by Pablo Munguia and Rich Tapper at
Westlake Audio, Los Angeles, CA and Battery Studios,
NYC • Mixed by Serban Ghenea at MixStar Studios,
Virginia Beach, VA • Assistant Engineers: Josh Copp,
Jason Rankins and Tim Roberts • Banjo and Guitar: Roy
Gartrell • All-Other Instruments: Roy "Royalty" Hamilton
Background Vocals: Britney Spears, Roy Hamilton, Chyna
Royal and Ying Yang Twins
Additional Pro Tools Engineering: John Hanes

SHOWDOWN

(B. Spears/C. Dennis/C. Karlsson/P. Winnberg/
H. Jonback)

*Zomba Songs Inc./Britney Spears Music (adm. by Zomba
Songs Inc.) (BMI)/Colgems-EMI Music Inc. a/b/o EMI
Music Pub. Ltd./Murlyn Songs AB, administered in the U.S.
and Canada by Universal-Polygram Int. Publ., Inc. (ASCAP)*

Produced and Recorded by Bloodshy & Avant for Murlyn
Music AB • Arranged by Bloodshy & Avant
and Steve Lunt • Recorded at Murlyn Studios,
Stockholm, Sweden and Record Plant, Hollywood, CA
Mixed by Niklas Flyckt at Khobang Studio, Stockholm,
Sweden • Assistant Engineers: J.D. Andrew and Jonas
Ostman • Background Vocals: Britney Spears, Cathy
Dennis, Emma Holmgren and BlackCell • Guitar: Henrik
Jonback • Bass: Thomas Lindberg
All Other Instruments and Programming: Bloodshy &
Avant • Digital Editing: Bloodshy & Avant and Chris
Haggerty

BREATHE ON ME

(S. Lee/S. Anderson/L. Greene)

*Metrophonic Music Ltd. (PRS)/Universal-Polygram Int. Pub.
Inc. (ASCAP)/Warner/Chappell Music Ltd. (PRS) All Rights
On Behalf of Warner/Chappell Music Ltd. administered by
WB Music Corp.*

Produced by Mark Taylor for Metrophonic Productions
Recorded by Pablo Munguia at Battery Studios, NYC
and Mark Taylor at Metrophonic Studios, UK
Mixed by Mark Taylor at Metrophonic Studios, UK
Assistant Engineers: Jong Uk Yoon, Matt Furnidge and
Rich Tapper • Keyboards and Programming: Steve
Anderson • Background Vocals: Britney Spears and Lisa
Greene • Production Coordinator: Vanessa Lelocq



EARLY MORNIN'

(B. Spears/Moby/C. "Tricky" Stewart/P. Magnet)

Zomba Songs Inc./Britney Spears Music (adm. by Zomba Songs Inc.) (BMI)/Warner-Tamerlane Publishing Corp./The Little Idiot Music (all rights administered by Warner-Tamerlane Publishing Corp.)/Songs of Peer, Ltd./March Ninth Music Publishing/Songs of Peer, Ltd. (ASCAP)

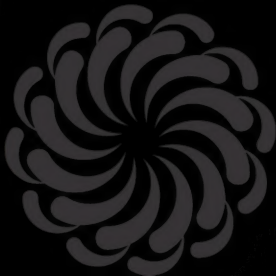
Produced and Engineered by Moby
Vocals Produced and Arranged by Trixster and Penelope Magnet for RedZone Entertainment Inc. • Vocal Recording and Digital Editing: Brian "B-Luv" Thomas • Recorded at Battery Studios, NYC and Triangle Sound Studios, Atlanta, GA
Mixed by Serban Ghenea at MixStar Studios, Virginia Beach, VA • Assistant Engineers: Rich Tapper, Vance Hornbuckle and Tim Roberts • All Other Instruments and Programming: Moby • Background Vocals: Britney Spears, Tricky, Penelope Magnet and Kyron Leslie • Additional Pro Tools Engineering: Dug and John Hanes

TOXIC

(C. Dennis/C. Karlsson/P. Winnberg/H. Jonback)

Colgems/EMI Music Inc. a/b/o EMI Music Pub. Ltd./Murlyn Songs AB, administered in the U.S. and Canada by Universal Polygram Int. Publ. Inc. (ASCAP)

Produced and Recorded by Bloodshy & Avant for Murlyn Music AB • Arranged by Bloodshy & Avant and Steve Lunt
Recorded at Murlyn Studios, Stockholm, Sweden and Record Plant, Hollywood, CA • Mixed by Niklas Flyckt at Khabang Studio, Stockholm, Sweden • Assistant Engineers: J.D. Andrew and Jonas Ostman • Guitar: Henrik Jonback
Bass: Thomas Lindberg • All Other Instruments and Programming: Bloodshy & Avant • Background Vocals: Britney Spears, Cathy Dennis, Emma Holmgren and BlackCell • "Bollywood" Strings: Stockholm Session Strings
Strings Arranged and Conducted by Janson & Janson
Digital Editing: Bloodshy & Avant



OUTRAGEOUS

(R. Kelly)

Zomba Songs Inc./R. Kelly Publishing, Inc. (adm. by Zomba Songs Inc.) (BMI)

Produced by R. Kelly • Recorded by Ian Mereness, Abel Garibaldi and Andy Gallas at The Chocolate Factory, Chicago, IL • Vocals Produced and Arranged by Trixster and Penelope Magnet for RedZone Entertainment Inc. Vocals Recorded by Brian "B-Luv" Thomas at Battery Studios, NYC • Programmed by Ian Mereness and Abel Garibaldi • Mixed by Serban Ghenea at MixStar Studios, Virginia Beach, VA • Co-Mixed by R. Kelly
Assistant Engineers: Rich Tapper, Nathan Wheeler, Steve Bearsley, Jason Mlodzinski and Tim Roberts
Guitars: Donnie Lyle • Additional Keyboards: Kendall Nesbitt • Background Vocals: Britney Spears, R. Kelly, Roxanne Estrada and Penelope Magnet • Digital Editing: Brian "B-Luv" Thomas and John Hanes

TOUCH OF MY HAND

(B. Spears/J. Harry/B. Muhammad/S. Solomon)

Zomba Songs Inc./Britney Spears Music (adm. by Zomba Songs Inc.) (BMI)/Wharfedamusica/EMI Virgin Music, Inc. (ASCAP)/Jahque Joints/Universal Music Publishing (SESAC)/Jumbo Boom Boom Publ. (adm. in the U.S. and Canada by Irving Music, Inc.) (BMI)

Produced by Jimmy Harry and Shep Solomon for Bleep
Arranged by Jimmy Harry • Recorded by Brad Gilderman and Chris Fudurich at Pacifique Studios, N. Hollywood, CA, Westlake Audio, Los Angeles, CA and 3:20 Studios, Los Angeles, CA • Mixed by Mark "Spike" Stent at Olympic Studios, London • Assistant Engineers: David Treahearn and Rob Hagggett • String Arrangement: Ed Alton • All Keyboards, Guitars and Programming: Jimmy Harry • Digital Editing: Dan Yashiv and P.Dub Walton



THE HOOK UP

(B. Spears/C. "Tricky" Stewart/T. "Tab" Nkhereanye/P. Magnet)

Zomba Songs Inc./Britney Spears Music (adm. by Zomba Songs Inc.) (BMI)/Songs of Peer, Ltd./March Ninth Music Pub./Tabulous Music/Hisco Smith (adm. by Music of Winesap/Songs of Peer, Ltd.) (ASCAP)

Produced by Trixster for RedZone Entertainment Inc. Co-Produced by Penelope Magnet for RedZone Entertainment Inc. • Arranged by C. "Tricky" Stewart, Penelope Magnet, Britney Spears and Steve Lunt
Recorded by Brian "B-Luv" Thomas at Battery Studios, NYC and Triangle Sound Studios, Atlanta, GA
Assistant Engineers: Rich Tapper and Tim Roberts
Mixed by Serban Ghenea at MixStar Studios, Virginia Beach, VA • Guitar: Gary O'Brien
Additional Keyboards: Da Carna Boyz • All Other Instruments and Programming: C. "Tricky" Stewart
Dancehall Vocal Flava by BUD for FULL FORCE Productions • Background Vocals: Britney Spears, Penelope Magnet and Roxanne Estrada
Digital Editing: Brian "B-Luv" Thomas and John Hanes

SHADOW

(B. Spears/L. Christy/S. Spack/G. Edwards/C. Midnight)

Zomba Songs Inc./Britney Spears Music (adm. by Zomba Songs Inc.)/Warner Famerlane Publishing Corp. a/b/o itself, Rainbow Fish Publishing and Hollyhodge Music/Careers BMG Music Publishing, Inc./Scott Spack Songs (adm. by Careers BMG Music Publishing, Inc.) (BMI)/BMG Songs, Inc./Graham Edwards Songs (adm. by BMG Songs, Inc.) (ASCAP)/Americus Music (adm. by EMI Blackwood Music, Inc.) (BMI)

Produced, Recorded and Arranged by THE MATRIX at Decoy Studios, Studio City, CA • Mixed by Mick Guzauski at Barking Doctor Studio, Mount Kisco, NY
Assistant Engineers: Andrew Nast and Tom Bender
Background Vocals: THE MATRIX, Britney Spears and The Wizard of Oz



BRAVE NEW GIRL

(B. Spears/B. Kierulf/J. Schwartz/K. Dioguardi)

Zomba Songs Inc./Britney Spears Music/Kierulf Songs, Inc./Mugsy Boy Publishing (all adm. by Zomba Songs Inc.)/K Stuff Publishing (BMI)

Produced by Brian and Josh for KNS Productions, Inc. Music Recorded by Brian and Josh at The Dojo, NYC and Westlake Audio, Los Angeles, CA • Vocals Recorded and Edited by Brian and Mike Tucker at The Dojo, NYC and Westlake Audio, Los Angeles, CA • Assistant Engineer: Tony Zeller • Programming, Keyboards and Guitars: Brian Kierulf • Additional Guitars: Josh Schwartz • Background Vocals: Britney Spears, Kara Dioguardi and Jennifer Karr

EVERYTIME

(B. Spears/A. Stamatelatos)

Zomba Songs Inc./Britney Spears Music (adm. by Zomba Songs Inc.) (BMI)/Sea Nymph (ASCAP)

Produced by Guy Sigsworth
Recorded at Conway Studios, Los Angeles, CA
Mixed at Frou Frou Central, London
All Instruments Performed by Guy Sigsworth
Engineered, Edited and Mixed by Sean McGhee
Assistant Engineer: Seth Waldmann

Bonus Remix:

ME AGAINST THE MUSIC *Featuring Madonna*

Rishi Rich's Desi Kulcha Mix

(B. Spears/Madonna/C. "Tricky" Stewart/T. "Tab" Nkhereanye/
P. Magnat/T. Nash/G. O'Brien)

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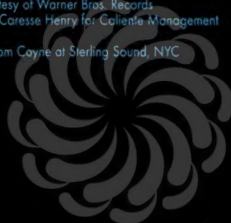
Produced by Trixster for RedZone Entertainment Inc.
Co-Produced by Penelope Magnat for RedZone Entertainment Inc.
Remix Produced and Programmed by Rishi Rich for TwoPointNine Ltd. UK at The Heights Recording Studio, London • Additional Arrangement by Steve Lunt and Serban Ghenea • Mixed by Serban Ghenea at MixStar Studios, Virginia Beach, VA • Vocals Recorded by Brian "B-Luv" Thomas at Battery Studios, NYC and Triangle Sound Studios, Atlanta, GA • Madonna's Vocals Recorded by Mark "Spike" Stent at Olympic Studios, London • Assistant Engineers: Charles McCrorey, David Treachear, Rob Haggart and Tim Roberts • Guitar: Gary O'Brien • Additional Keyboards: Mentor • Tumbi and Algozee: Pardeep Sandhu Orchestra
Background Vocals: Britney Spears, Penelope Magnat, Courtney Copeland, Emma Roads and Roxanne Estrada • Punjabi Shouts: Juggy D
Digital Editing: Brian "B-Luv" Thomas, John Hanes and P-Dub Walton

Ying Yang Twins appear courtesy of TVT Records

Madonna appears courtesy of Warner Bros. Records

Madonna managed by Caresse Henry for Client Management

All tracks mastered by Tom Coyne at Sterling Sound, NYC





THE ANSWER (Bonus Track)
(R. Leslie/S. Combs)

*Next Selection Music Publishing/Mottola Music Publishing, Inc DBA
Aspin Songs/Justin Combs Music Publishing (adm. by EMI April Music
Inc.)(ASCAP)*

Produced by Sean "P. Diddy" Combs for The Hitmen/Bad Boy
Entertainment, Inc. and Ryan Leslie for Next Selection Music
Recorded by Rob Paustian at Daddy's House Recordings, NYC
Mixed by Paul Logus For Logusound at Daddy's House Recordings, NYC
Assistant Engineers: Lyn Montrose and Alexis Seaton
All Instruments: Ryan Leslie - Background Vocals: Britney Spears
Production Coordinator: Slam

Ying Yang Twins appear courtesy of TVT Records
Madonna appears courtesy of Warner Bros. Records
Madonna managed by Caresse Henry for Caliente Management

All tracks mastered by Tom Coyne at Sterling Sound, NYC





Thank You:

First and foremost, I want to thank the Lord for blessing me with so many precious gifts and moments I can cherish forever. My amazing family for their unconditional love. Larry Rudolph for always being there for me. Dan Dymtrow and Jen Webster for all you do. My assistant Felicia and my security Tony and Moe for making me feel safe.

Vivien Lewit and everyone at Davis, Shapiro, Lewit, Montone and Hayes, LLP. David Zedeck, Susan Bank, Mo Morrison, Rickey Minor, Richard Channer, my dancers, band and crew. Johnny Mac and Nina Biggar. Stacy Smith and everyone at Stacy Smith and Associates.

I want to thank all the producers that I worked with: RedZone and Penelope Magnet...thanks for the fun, Bloodshy & Avant, Moby, Guy Sigsworth, R. Kelly, Josh & Brian, Roy Hamilton, Sean "P. Diddy" Combs, Jimmy Harry & Shep Solomon, Mark Taylor, Linda Perry and THE MATRIX.

Steve Lunt - the greatest A&R guy in the world! Thanks for having my back and being on the same page.

Jive Records and Zomba for always being supportive even when I say you're wrong. Barry Weiss, Tom Carrabba, Sonia Muckle, Randy Miller, Kim Kaiman, Deane Marcus, Dan Zucker, Lynda Simmons, Joe Riccitelli, Jackie Murphy, JoAnn Kaeding, Michael Galbe, Janet Kleinbaum, Denise George, Bob Anderson, Jon McHugh, Peter Thea, Richard Blackstone, Julia Lipari, Daniel Sossoon, Gerry Kuster, Stephanie Tudor, Roberta Magrini, Jennifer Sabba, Jeff Dodes, Diane Covucci, Steven Savoca, Chris Melvin, Jim Backus, Marilyn Lopez, Carlos Vega, Jessie Maldonado, Chris Ward, Allison Joyce, Sharri Kane, Tanielle McBain, Jennifer Kroog, Sasha Tylim, Nathalie Marin, Jayne Cohen, Niki Benjamin, Jenny Colwell, Linda Finke, Julia Dillon, Mark Michel, Jeff "JR" Rizzo, Joe Daddio, Tom "TC" Cunningham, Phil Poulos, Kelley Ashtari, Rose Braunstein, Doug Hamann, Amy Basler, Michelle DeLeon, Laura Bartlett, Amanda Levine, Mandy Heinbaugh, Cara Bridgins, Olivia Echeverria, Peggy Apostolides, Michele Shpetner, David Stamm, Nancy Roof, Kristin Russell, Allyson Levy, Michelle Borek, Christian Alcantara, Lori Drelicharz, Eric Beall, Brian Gately, Mary Kay Bua, David Schmidt, Chaz Harper, Chris Dunn, Tamara Miller, Donna Ferrentino, Frank Famularo, Jean Kelly, Maria Ho, Susan Annarumma, Wanda Coriano, Justin Gaiski, Kupajo Janda, Abby Lin, Gina Orr, John Strazza, Claudia Paulsen and Diane Lockner.

Everyone at BMG for your continued love and support.



Madonna, for being on my record. This is something I'll always remember, thank you.

CJ, LL, Jansen, Courtney, Carissa and Jenny for being my girls. I love y'all. Medusa - I told you I wouldn't forget. You guys rock! Kevin and Columbus - we haven't even begun.

To all my fans - I wouldn't be here if it weren't for you!!

For all official Fan Club information, please visit my website at www.britneyspears.com

Management: Larry Rudolph for ReignDeer Entertainment
Management Representative: Dan Dymtrow

Legal Representation: Vivien Lewit, Esq. for Davis, Shapiro, Lewit, Montone & Hayes, LLP

ALSO AVAILABLE IN STORES NOW:

...Baby One More Time (01241-41651-2/4)

Oops!...I Did It Again (01241-41704-2/4)

Britney (01241-41776-2/4)

Time Out With Britney Spears (01241-41651-3/9)

Britney Spears: Live And More! (01241-41704-3/9)

Britney Spears Live From Las Vegas (01241-41784-3/9)

Britney: The Videos (01241-41785-3/9)

All on Jive CDs and Cassettes and Zomba Home Video and DVD

LOOK FOR BRITNEY'S NEW DVD IN STORES THIS SPRING ON ZOMBA DVD

Cover Photo, pages 6, 7, 8 photographed by Patrick Demarchelier
Cover photo and page 8 photographed exclusively for CosmoGIRL magazine by Patrick Demarchelier
Stylist: Mary Alice Stephenson with Roy Brown • Hair: Laurentius with Stephanie Louise
Makeup: Isabel with Stephanie Louise

All other photography: Ranjit for AFG Management • Hair: Oribe for the ORIBE AGENCY.COM
Makeup: Fran Cooper for the Stephen Knoll Salon/Stephanie Louise Inc. • Stylist: Lori Goldstein
Set Design: Maria Weinhoff Studio • Package Art Direction/Design: Jackie Murphy